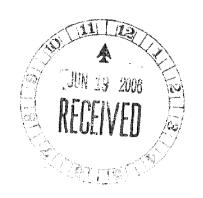


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SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD 801 Adlai Stevenson Drive Springfield Il 62703

1-800-927-9801 Ext 3813 217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea Ext 3813

Date: June 16, 2006

Order#: 183470/005

Re: FSRR72687-FSRR72760 FERROSUR, SA DE CV

Please process the enclosed documents for the service indicated below.

PRIMARY STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 07/07/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to our office.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assitance in this matter.

Enclosures:

JUN 1 9 '06

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MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF NET RAILCAR LEASE dated as of this fifteen day of March, 2006, is made by The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Ferrosur, S.A. de C.V., a Mexican corporation, with an address at Av. Jaime Balmes 11-C, 4° piso, Plaza Polanco, Col. Los Morales Polanco, Mexico D.F. 11510 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of March 15th 2006, covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

Signature:

By:

Joseph L. Mankowski CATHERINE STIGLICH

Title:

Senior Vice President - Railcar Leasing

Date:

March 15th, 2006

May 31

We certify that we hold the title set forth below, and we have the corporate authority to sign this document and that we acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. We further declare under penalty of perjury that the foregoing is true and correct.

FERROSUR, S.A. de C.V.

Signature:

Lic. Rogelio Vélez López de la Cerda By:

Legal Representative Title:

March 15th, 2006

Signature:

Bv: Ing. Florentino Matadamas Hernández

Title:

Legal Representative

Date:

March 15th, 2006

Schedule A

Quantity	Equipment Description	Car Mark and Numbers
74	5,161 cubic feet grain covered hoppers	Car iviaix and ivumbers
7 -	5,101 cubic feet gram covered hoppers	1 FSRR 72687
		2 FSRR 72688
		3 FSRR 72689
		4 FSRR 72690
	•	5 FSRR 72691
		6 FSRR 72692
		7 FSRR 72693
		8 FSRR 72694
		9 FSRR 72695
		10FSRR 72696
		11FSRR 72697
		12FSRR 72698
	·	13FSRR 72699
		14FSRR 72700
		15FSRR 72701
		16FSRR 72702
		17FSRR 72703
·		18FSRR 72704
		19FSRR 72705
		20FSRR 72706
		21FSRR 72707
		22FSRR 72708
		23FSRR 72709
		24FSRR 72710
		25FSRR 72711
		26FSRR 72712
		27FSRR 72713
		28FSRR 72714
		29FSRR 72715
		30FSRR 72716
		31FSRR 72717
		32FSRR 72718
	·	33FSRR 72719
,		34FSRR 72720
	•	35FSRR 72721
		36FSRR 72722
		37FSRR 72723
•		38FSRR 72724
		39FSRR 72725
		40FSRR 72726
		41FSRR 72727 \
		42FSRR 72728
		<i>,</i>

and

A

Quantity 74

Equipment Description 5,161 cubic feet grain covered hoppers

Car Mark and Numbers

43.-FSRR 72729 44.-FSRR 72730 45.-FSRR 72731 46.-FSRR 72732 47.-FSRR 72733 48.-FSRR 72734 49.-FSRR 72735 50.-FSRR 72736 51.-FSRR 72737 52.-FSRR 72738 53.-FSRR 72739 54.-FSRR 72740 55.-FSRR 72741 56.-FSRR 72742 57.-FSRR 72743 58.-FSRR 72744 59.-FSRR 72745 60.-FSRR 72746 61.-FSRR 72747 62.-FSRR 72748 63.-FSRR 72749 64.-FSRR 72750 65.-FSRR 72751 66.-FSRR 72752 67.-FSRR 72753 68.-FSRR 72754 69.-FSRR 72755 70.-FSRR 72756 71.-FSRR 72757 72.-FSRR 72758 73.-FSRR 72759 74.-FSRR 72760

any

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